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Andrew J. Flame (AF0551)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:)	Chapter 11
)	
SHAPES/ARCH HOLDINGS LLC, et al.,)	Case No. 08-14631 (GMB)
)	
Debtors.)	Jointly Administered
_____)	

**PPL ENERGYPLUS, LLC'S RESPONSE TO CURE AMOUNT
PROPOSED ON SCHEDULE 8.1 TO DEBTORS' THIRD AMENDED PLAN**

PPL EnergyPlus, LLC ("PPL"), by and through undersigned counsel, hereby responds to the cure amount asserted on Schedule 8.1 to Debtors' Third Amended Plan and state as follows:

1. Prior to the commencement of the bankruptcy case, Shapes, LLC (a "Debtor") and PPL entered into that certain Electric Energy Purchase Agreement (as may have been amended from time to time, "Electric Agreement One") whereby, among other things, the Debtor agreed to buy electrical energy from PPL at agreed upon contractual rates. Further, on or about November 17, 2004, the Debtor and PPL entered into that certain Solar Electric Energy Purchase Agreement (as may have been amended from time to time, "Electric Agreement Two," and together with the Electric Agreement One, the "Agreements") whereby, among other things, the Debtor agreed to buy energy from PPL at agreed upon contractual rates. As of the Petition Date, no less than \$646,936.95 was due PPL under the Agreements.

2. PPL timely filed proofs of claim with the Debtor's claims and noticing agent, asserting claims in the amount of \$646,936.95 (the "Claims") against the Debtor. The Debtor and its claims and noticing agent possess true and correct copies of the Claims.

3. On or about June 23, 2008, the Debtors filed the Notice of Filing of Schedule 8.1 to Debtors' Third Amended Plan (the "Cure Notice"). The Cure Notice identifies the Agreements for assumption and lists a pre-petition date cure amount of \$646,936.95 (the "Cure Amount"), which equates to the pre-petition receivable due and owing PPL. In addition to the requirement to set forth any pre-petition receivables, the Cure Notice states that to the extent additional amounts have come due since the commencement of the case, such amounts should be included in an objection to the Cure Notice.

4. Throughout the pendency of this case, PPL continues to supply the Debtors with energy in accordance with the terms of the Agreements. In the ordinary course, the Debtors make payments to PPL on account of their energy consumption. As of the date of this response, the Debtors have yet to remit \$121,807.04, which is the approximate amount due and owing PPL on account of energy and services provided to the Debtors under the Agreements for the month of May 2008. In addition, the Debtors will owe additional amounts to PPL for energy supplied from June 1, 2008 through the effective date of assumption of the Agreements. While PPL expects that the Debtors will pay this amount and all future amounts accruing under the Agreements in the ordinary course, PPL files this response as a precautionary measure with respect to this and any outstanding receivables, to ensure that the Debtors pay on the effective date of assumption of the Agreements all pre and post-petition amounts owed PPL. PPL reserves all rights related to amounts owed or which may be owed in the future under the Agreements.

WHEREFORE, PPL requests that the Court condition assumption of the Agreements by requiring the Debtors to immediately cure all pre and post-petition amounts owed PPL.

Dated: June 30, 2008

/s/ Andrew J. Flame

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CERTIFICATE OF SERVICE

I, Andrew J. Flame, hereby certify that on the date indicated below, I caused a true and correct copy of ***PPL EnergyPlus, LLC'S Response to Cure Amount Proposed on Schedule 8.1 to Debtors' Third Amended Plan*** to be served on the persons identified on the attached service list by U.S. Mail, postage pre-paid and via CM/ECF:

Dated: June 30, 2008

/s/ Andrew J. Flame
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